

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|---|---|-------------------------|
| In re: |) | |
| |) | Chapter 11 |
| |) | |
| CHARTER COMMUNICATIONS, INC., <u>et al.</u> , |) | Case No. 09-11435 (JMP) |
| |) | |
| Debtors. |) | Jointly Administered |
| |) | |

DECLARATION OF STATUS AS A SUBSTANTIAL SHAREHOLDER¹

PLEASE TAKE NOTICE that, Paul G. Allen is a Substantial Shareholder with respect to the existing common stock in Charter Communications, Inc. ("CCI") or of any Beneficial Ownership (defined below) thereof (the existing Class A and Class B common stock of CCI and any Beneficial Ownership thereof, including Options (defined below) to acquire such stock, collectively, the "Common Stock"). As needed and upon CCI's reasonable request, the Substantial Shareholder will provide to CCI on a confidential basis the last four digits of the Substantial Shareholder's taxpayer identification number.

PLEASE TAKE FURTHER NOTICE that, as of March 30, 2009, Paul G. Allen has Beneficial Ownership of 406,236,644 shares of Common Stock. The following table sets forth the date(s) on which Paul G. Allen acquired Beneficial Ownership or otherwise has Beneficial Ownership of such Common Stock:

| Number of Shares of Common Stock | Date Acquired |
|----------------------------------|---------------|
| Please See Attached | |
| | |
| | |
| | |

(Attach additional page(s) if necessary)

¹ For purposes of this Declaration: (a) a "Substantial Shareholder" is any entity that has Beneficial Ownership of either at least 20,000,000 shares of Class A Common Stock or 20,000,000 shares of Class A and Class B Common Stock in the aggregate; (b) "Beneficial Ownership" of Common Stock means with respect to any holder (A) ownership of Common Stock directly by such holder, (B) ownership of common stock by subsidiaries of such holder, immediate family members of such holder and entities acting in concert with such holder to make a coordinated acquisition of Common Stock, and (C) Common Stock that such holder has an Option to acquire; and (c) an "Option" to acquire Common Stock means any contingent purchase, warrant, convertible debt, put, Common Stock subject to risk of forfeiture, contract to acquire Common Stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

PLEASE TAKE FURTHER NOTICE that, pursuant to that certain *Order Establishing Notification and Hearing Procedures for Transfers of Certain Common Stock*, this Declaration is being filed with the Court and served upon counsel to the above-captioned debtors.

PLEASE TAKE FURTHER NOTICE that, pursuant to 28 U.S.C. § 1746, under penalties of perjury, Paul G. Allen hereby declares that he has examined this Declaration and accompanying attachments (if any), and, to the best of his knowledge and belief, this Declaration and any attachments which purport to be part of this Declaration, are true, correct, and complete.

Respectfully submitted,

Paul G Allen

By: /s/ Paul G. Allen
Name: Paul G. Allen
Address: c/o Vulcan Inc.
505 Fifth Ave S
Suite 900
Seattle, WA 98104
Telephone: (206) 342-2000
Facsimile: (206) 342-3000 (Fax)

Dated: March 30, 2009

| Number of Shares of Class A Common Stock | Date Acquired |
|--|---------------|
| 185,474 | 2/10/2000 |
| 519,721 | 2/11/2000 |
| 17,773 | 2/11/2000 |
| 146,506 | 2/18/2000 |
| 1,118,367 | 2/28/2000 |
| 701,084 | 3/24/2000 |
| 500,915 | 5/19/2000 |
| 31,512 | 6/15/2000 |
| 147,233 | 6/19/2000 |
| 66,835 | 6/23/2000 |
| 262,386 | 6/23/2000 |
| 248,456 | 6/28/2000 |
| 151,106 | 7/20/2000 |
| 1,124,218 | 8/28/2000 |
| 2,897,210 | 8/30/2000 |
| 19,059 | 11/30/2000 |
| 737,393 | 11/30/2000 |
| 25,635 | 1/25/2001 |
| 146,505 | 4/2/2001 |
| 266,251 | 4/25/2001 |
| 20,444 | 4/30/2001 |
| 63,668 | 5/25/2001 |
| 1,109,833 | 6/14/2001 |
| 296,419 | 6/19/2001 |
| 929,000 | 3/21/2002 |
| 48,500 | 5/23/2002 |
| 80,000 | 6/19/2002 |
| 2,020 | 6/19/2002 |
| 192,388 | 6/19/2002 |
| 10,801 | 6/19/2002 |
| 500,000 | 6/19/2002 |
| 750,000 | 6/19/2002 |
| 15,158 | 6/19/2002 |
| 100,000 | 6/19/2002 |
| 238,399 | 6/27/2002 |
| 2,000,000 | 6/28/2002 |
| 2,000,000 | 6/28/2002 |
| 100,471 | 8/21/2002 |
| 185,536 | 8/21/2002 |
| 276,591 | 10/31/2002 |
| 400,445 | 12/10/2002 |
| 266,387 | 12/10/2002 |
| 179,108 | 12/10/2002 |
| 91,500 | 3/11/2003 |
| 760,000 | 3/11/2003 |
| 20,000 | 4/1/2003 |
| 51,545 | 4/1/2003 |
| 92,984 | 6/11/2003 |
| 74,155 | 6/11/2003 |
| 263,281 | 6/27/2003 |
| 280,545 | 6/27/2003 |

| | |
|------------------------------------|-------------------|
| 194,255 | 6/27/2003 |
| 87,162 | 11/12/2003 |
| 39,513 | 11/12/2003 |
| 197,660 | 11/12/2003 |
| 1,730,869 | 1/13/2004 |
| 1,460,115 | 1/13/2004 |
| 2,527,264 | 1/13/2004 |
| 91,090 | 1/13/2004 |
| 973,809 | 1/13/2004 |
| 324,603 | 1/13/2004 |
| 9,882 | 7/23/2004 |
| 15,823 | 7/27/2005 |
| 39,063 | 7/22/2006 |
| 49,242 | 8/29/2007 |
| 14,254 | 7/24/2007 |
| Total Class A Common Stock: | 28,467,421 |

| Number of Vested Options to Acquire Shares of Class A Common Stock | Date Acquired |
|---|----------------------|
| 10,000 | 2/12/2001 |

| Number of Shares of Unvested Restricted Class A Common Stock* | Date Acquired |
|--|-----------------------------|
| 64,356 | 4/29/2008 (director grants) |

| Number of Shares of Class B Common Stock (convertible into Class A Common Stock on a one-for-one basis) | Date Acquired |
|--|----------------------|
| 50,000 | 1999 |

| Number of common membership units of Charter Communications Holding Company, LLC (exchangeable under the Exchange Agreement for Class B Common Stock on a one-for-one basis, which Class B Common Stock is convertible into Class A Common Stock on a one-for-one basis) | Date Acquired |
|---|--|
| 339,132,031 | Exchange Right acquired in 1999. The number of shares has been adjusted based on certain transactions at CCI and Holdco during the period 1999-2009. |

| | |
|--|----------------------|
| Subordinated Accreting Note of CCHC, LLC (exchangeable under the Exchange Agreement for common membership units of Charter Communications Holding Company, LLC, which common membership units are exchangeable for Class B Common Stock on a one-for-one basis, which Class B Common Stock is convertible into Class A Common Stock on a one-for-one basis) | Date Acquired |
| 38,512,836 (based on the Note's value of \$77,025,671.20 as of March 27, 2009) | October 31, 2005. |

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|---|-------------|
| Total Number of Shares of Class A Common Stock Beneficially Owned by Paul G. Allen | 406,236,644 |
|---|-------------|